

# **EXHIBIT A**

**IN THE UNITED STATES DISTRICT COURT  
FOR THE NORTHERN DISTRICT OF ALABAMA  
NORTHEASTERN DIVISION**

NUCLEAR DEVELOPMENT, LLC,	§	
	§	
Plaintiff,	§	
	§	CIVIL ACTION CASE NUMBER:
vs.	§	
	§	5:18-cv-01983-LCB
TENNESSEE VALLEY AUTHORITY,	§	
	§	
Defendant.	§	

**PLAINTIFF’S EVIDENTIARY SUBMISSIONS IN SUPPORT OF**  
**MOTION FOR SUMMARY JUDGMENT**  
**(UNREDACTED)**

Plaintiff Nuclear Development, LLC (“ND”) submits the following evidence in support of ND’s Motion for Summary Judgment in the order the evidence first appears in ND’s brief.

**Guide to Citations**

Each item of evidentiary support in the brief is identified as an exhibit by capital letter that corresponds with the description of each such exhibit in the Evidentiary Submissions. For depositions, the name of the deponent and his or her position is described in this document and not restated in the brief except with respect to the first mention of such deposition. The page and line numbers of the testimony are identified in the brief by stating the page numbers followed by the lines in parentheses separated by a hyphen. If there are multiple pages, the testimony

beings with the first line number for the first page and ends with the second line number after the hyphen for the ending page. For example, “Ex. B at 50-51 (25-2)” means the testimony beginning at page 50, line 25 and ending on page 51, line 2.

Most of the evidence referred to in ND’s brief has been designated as “Confidential” under the Protective Order entered on July 1, 2019 (Doc. 47). Such evidence is identified in the list below as confidential, where applicable. Pursuant to ¶11 of the Protective Order, that evidence must be filed under seal.

### **Evidence Submitted and Identification of Witnesses**

Exhibit A – Deposition Exhibit 123, which are the Construction Permits (“CPs”) issued by the Atomic Energy Commission for Bellefonte Units 1 and 2 in 1974, CPPR-122 and CPPR-123.

Exhibit B – Deposition of James Chardos (“Chardos”). Chardos is a TVA employee who has managed TVA’s Bellefonte plant as project manager or site manager from 1994 to the present. He is currently the site manager for the plant.

Exhibit C – Deposition Exhibit 127, which is a TVA report dated March 22, 2010, prepared as the Detailed Scoping, Estimating and Planning Study Report (“DSEP report”) for the Bellefonte Nuclear Plant. It is identified by Chardos in his deposition at 52 and in TVA’s Response 5 to Defendant’s Responses and Objections to Plaintiff’s Amended Third Set of Requests for Admission. (Confidential)

Exhibit D – Defendant’s (TVA’s) Responses and Objection to Plaintiff’s Amended Third Set of Requests for Admission.

Exhibit E – Deposition of Kevin Dutton (“Dutton”). Dutton is a TVA employee who is the TVA General Manager for Nuclear Power Group Projects in TVA’s Corporate Engineering Department.

Exhibit F – Deposition Exhibit 207, which is a June 29, 2006 letter from TVA to the Nuclear Regulatory Commission (“NRC”) that has been certified as an official business record of the NRC.

Exhibit G – Deposition Exhibit 208, which is an August 22, 2006 letter from the NRC to TVA that attaches a TVA Environmental Assessment, which has been certified as an official business record of the NRC.

Exhibit H – Deposition Exhibit 130, which is a September 14, 2006 letter from the NRC to TVA that has been certified as an official business record of the NRC. This letter terminates the Bellefonte construction permits.

Exhibit I – March 9, 2009 letter from the NRC to TVA that has been certified as an official business record of the NRC. This letter reinstates the construction permits and returns Bellefonte to terminated plant status.

Exhibit J – Deposition of William Johnson (“Johnson”). Johnson was the Chief Executive Officer of TVA from 2012 through May 1, 2019, and during the period of the events at issue and when the lawsuit was filed. (Confidential)

Exhibit K – Deposition Exhibit 2, which is a report issued on August 25, 2016 by TVA CEO Johnson to TVA’s Board of Directors identified in Johnson’s deposition at 16. (Confidential)

Exhibit L – Deposition Exhibit 4, which is a resolution adopted by TVA’s Board of Directors on May 5, 2016 identified in Johnson’s deposition at 23. (Confidential)

Exhibit M – Deposition of Sherry Quirk (“Quirk”). Quirk has been the Executive Vice President and General Counsel of TVA since February 2015. She is also the Secretary and Designated Agency Ethics Official of TVA. (Confidential)

Exhibit N – Deposition Exhibit 5, which is a TVA press release of November 14, 2016 regarding the sale of Bellefonte to ND identified in Johnson’s deposition at 25-26.

Exhibit O – Deposition Exhibit 6, which are ND’s economic projections for Bellefonte produced from TVA’s records as TVABLN00007588. (Confidential)

Exhibit P – Deposition Exhibit 1, which is the Bellefonte Nuclear Plant Site Purchase and Sales Agreement dated November 14, 2016 that is attached to the Complaint and referenced in numerous pleadings and depositions (the “Contract”).

Exhibit Q – Deposition of Cliff Beach (“Beach”). Beach is a TVA employee who was an Associate General Counsel and Senior Counsel in TVA’s legal department through the end of 2018. (Confidential)

Exhibit R – Declaration of Larry Blust identifying TVA’s August 2016 Offering Memorandum for the sale of Bellefonte sent by TVA to ND as a prospective bidder.

Exhibit S – Deposition Exhibit 18, which is the November 8, 2018 amendment to the Contract extending the closing date to November 30, 2018. (Confidential)

Exhibit T – Deposition Exhibit 7, which is an August 18, 2017 email from ND to TVA attaching a draft letter produced from TVA’s records as TVABLN00001520-23 and identified in Quirk’s deposition at 51-52. (Confidential)

Exhibit U – Deposition Exhibit 8, which is an August 31, 2017 email from TVA to ND produced from TVA’s records as TVABLN00000333-34 and identified in Quirk’s deposition at 52. (Confidential)

Exhibit V – Deposition Exhibit 11, which is an NRC memo dated September 4, 2018 summarizing the NRC public meeting held on August 14, 2018, sent to TVA and identified in numerous TVA depositions. (Confidential)

Exhibit W – Deposition of Tim Matthews (“Matthews”). Matthews is ND’s outside nuclear licensing counsel with the firm of Morgan Lewis & Bockius who is handling ND’s application before the NRC.

Exhibit X – Deposition of Joseph Shea (“Shea”). Shea is a TVA employee who was TVA’s Vice President of Licensing from 2012 through August 2017 and Vice President of Regulatory Affairs and Support Services until September 2019,

when he became TVA's Vice President of Nuclear Technology Innovation.

(Confidential)

Exhibit Y – Deposition Exhibit 10, which is an August 14, 2018 email to Johnson regarding the NRC public meeting of same date identified in Johnson's deposition at 44-45. (Confidential)

Exhibit Z – Deposition Exhibit 12, which is an August 21, 2018 letter from TVA to ND produced from TVA's records as TVABLN00000352.

Exhibit AA – Deposition (1) of William McCollum ("McCollum") taken on November 12-13, 2019. McCollum is the CEO and Chief Nuclear Officer of ND. (This was the first of McCollum's three depositions.) (Confidential)

Exhibit BB – Deposition of Chris Chandler ("Chandler"). Chandler is a TVA employee since 2009 and is TVA's Associate General Counsel for Nuclear in the Office of the General Counsel. (Confidential)

Exhibit CC – Deposition Exhibit 14, which is an October 18, 2018 email from TVA to ND attaching a draft letter and acknowledging its receipt by TVA identified in Chandler's deposition at 35. (Confidential)

Exhibit DD – Deposition Exhibit 17, which is a November 9, 2018 email with attachment from TVA to ND identified in Quirk's deposition at 100. (Confidential)

Exhibit EE – July 30, 2018 email response from TVA's Erin Henderson to TVA's Steve Higginbottom produced from TVA's records as TVABLN00000625-

27. Henderson is TVA's Director of Corporate Nuclear Licensing and was on the Bellefonte transition team. (Confidential)

Exhibit FF – Deposition Exhibit 19, which is a November 12, 2018 email with attachment from ND to TVA identified in Chandler's deposition at 45. (Confidential)

Exhibit GG – Deposition Exhibit 82, which is ND's November 13, 2018 application to the NRC requesting approval of the transfer of the Bellefonte construction permits to ND.

Exhibit HH – TVA's Response to ND's Second Set of Requests for Admission.

Exhibit II – Deposition Exhibit 31, which is a November 29, 2018 email with attached letter from TVA to ND identified in Quirk's deposition at 130. (Confidential)

Exhibit JJ – Deposition Exhibit 25, which is a November 30, 2018 email with attached letter from ND to TVA identified in Quirk's deposition at 131. (Confidential)

Exhibit KK – Deposition of Franklin Haney, Sr. ("Haney"). Haney is the owner and chairman of ND. (Confidential)

Exhibit LL – Deposition Exhibit 184, which is a notice of closing costs due on the sale of Bellefonte identified in Chardos' deposition at 115-16. (Confidential)



Exhibit MM – Deposition of William McCollum (2). McCollum testified on July 9, 2020 as a Rule 30(b)(6) witness for ND on the subject of damages.

Exhibit NN – Deposition Exhibit 120, which is a schedule of ND's damages identified in McCollum's deposition (2) at 13-14. The last page of the exhibit reflects payments to TVA by ND. (Confidential)

Exhibit OO – Deposition Exhibit 85, which is a November 5, 2019 letter from the NRC to ND certified as an official business record of the NRC.

Respectfully submitted,

/s/ Caine O'Rear III

CAINE O'REAR III (OREAC6985)  
HAND ARENDALL HARRISON SALE LLC  
P. O. Box 123  
Mobile, AL 36601  
(251) 432-5511  
[corear@handfirm.com](mailto:corear@handfirm.com)

E. SHANE BLACK (BLACE7644)  
HAND ARENDALL HARRISON SALE LLC  
102 S. Jefferson Street  
Athens, AL 35611  
(256) 232-0202  
[sblack@handfirm.com](mailto:sblack@handfirm.com)

LARRY D. BLUST (*pro hac vice*)  
HUGHES SOCOL PIERS RESNICK DYM, LTD.  
70 W. Madison St., Suite 4000  
Chicago, IL 60602  
(312) 604-2672  
[lblust@hsplegal.com](mailto:lblust@hsplegal.com)  
**ATTORNEYS FOR PLAINTIFF**

**CERTIFICATE OF SERVICE**

I hereby certify that on September 23, 2020, a true and correct copy of the foregoing was served by email to all counsel of record:

Matthew H. Lembke, Esq.  
[mlembke@bradley.com](mailto:mlembke@bradley.com)

David D. Ayliffe, Esq.  
Steven C. Chin, Esq.  
[ddayliffe@tva.gov](mailto:ddayliffe@tva.gov)  
[scchin@tva.gov](mailto:scchin@tva.gov)

*/s/ Caine O'Rear III* \_\_\_\_\_